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VIA HAND DELIVERY

August 14, 2002

Jonathan Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

**Acterna Corporation
Certifications Pursuant to the Order of the Securities and Exchange
Commission of June 27, 2002**

Dear Mr. Katz:

Attached are the certifications of the Chief Executive Officer and Chief Financial Officer of Acterna Corporation, as required by the Securities and Exchange Commission's Order issued on June 27, 2002, pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

Sincerely,

A handwritten signature in black ink that reads "Richard H. Goshorn".

Richard H. Goshorn
Corporate Vice President, General Counsel
and Secretary

RECEIVED
OFFICE OF ACTERNA SECRETARY

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U. S. SECURITIES AND EXCHANGE COMMISSION

OMB Number: 3235-0569
Expires: January 31, 2003

Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Ned C. Lautenbach, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Acterna Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's Audit Committee

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Annual Report on Form 10-K of Acterna Corporation for the fiscal year ended March 31, 2002, filed with the Securities and Exchange Commission (the "Commission");
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Acterna Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Ned C. Lautenbach
Ned C. Lautenbach
Chairman and Chief Executive Officer
August 14, 2002

Subscribed and sworn to
before me this 14 day of
August 2002.

Jody Ann Terry
Notary Public Jody Ann Terry

My Commission Expires: 2004

NOTARY PUBLIC
AUG 14 2002

Paperwork Reduction Act Disclosure: The Office of Management and Budget has approved this collection of information pursuant to 44 U.S.C. § 3507 and 5 C.F.R. § 1320.13. The OMB control number

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January 31, 2003. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. The information will be used to provide greater assurance to the Commission and to investors that persons have not violated, or are not currently violating, the provisions of the federal securities laws governing corporate issuers' financial reporting and accounting practices, and to aid the Commission in assessing whether it is necessary or appropriate in the public interest or for the protection of investors for the Commission to adopt or amend rules and regulations governing corporate issuers' financial practices and/or for the Commission to recommend legislation to Congress concerning these matters. We estimate that providing the requested information will take, on average, approximately 25 hours. Any member of the public may direct to the Commission any comments concerning the accuracy of this burden estimate and any suggestions for reducing this burden. Responses to the collection of information are mandatory and will not be kept confidential.